

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re

PERPETUA- BURR OAK HOLDINGS OF  
ILLINOIS, L.L.C., *et al.*,

Debtor.

Chapter 11

Case No. 09-34022  
Jointly Administered

**PERKINS COIE LLP'S SUPPLEMENT TO ITS FOURTH AND FINAL APPLICATION  
FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES**

On July 15, 2011, Daniel A. Zazove and the partners, associates and paraprofessionals of Perkins Coie LLP (collectively "Perkins Coie"), as counsel for the Official Committee of Unsecured Creditors (the "Committee") submitted their Fourth and Final Application for Compensation and Reimbursement of Expenses (the "Fourth and Final Application")

The Fourth and Final Application sought compensation from January 1 through June 16, 2011, the date of confirmation of the Debtors' Plan. Perkins Coie now submits this application (the "Supplemental Application") for allowance and payment of additional legal fees in the total amount of \$10,107.50 for 32.60 hours of service rendered to the Committee in through July 15, 2011 that were not included in the Fourth and Final Application, and for reimbursement of expenses advanced by Perkins Coie on behalf of the Committee totaling \$188.55 through the same period\* (the "Supplemental Period").

**I. NATURE AND EXTENT OF THE SERVICES RENDERED AND COSTS INCURRED**

**A. Case Administration**

1. During the Supplemental Period Perkins Coie devoted 25.40 hours having a value

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\* Included in this request are \$27.50 in fees and \$136.95 in expenses that were shown in Exhibit F, invoice no. 4432824, attached to Perkins Coie's Fourth and Final Application. However, the dollar amounts were not included in the application itself.

of \$7,290.50 to case administration. This time was largely spent preparing the Firm's application for compensation for fees and expenses for the Final Application Period beginning January 1, 2011.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Daniel A. Zazove (Partner))	5.20	\$585.00	<b>\$3,042.00</b>
Kathleen A. Stetsko (Associate)	0.10	\$275.00	<b>\$27.50</b>
Mary Lou Maag (Paralegal)	20.10	\$210.00	<b>\$4,221.00</b>
<b>TOTAL</b>	<b>25.40</b>		<b>\$7,290.50</b>

#### B. Committee Communications

2. During the Supplemental Period Perkins Coie devoted 1.20 hours having a value of \$330.00 to committee communication.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Kathleen A. Stetsko (Associate)	1.20	\$275.00	<b>\$330.00</b>
<b>TOTAL</b>	<b>1.20</b>		<b>\$330.00</b>

#### C. Claims Review - Adjudication

3. During the Supplemental Period Perkins Coie devoted 6.0 hours having a value of \$2,487.00 to Claims Review. This time included multiple conferences with claimants and counsel regarding claims assertions and processing.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Daniel A. Zazove (Partner))	2.70	\$585.00	<b>\$907.50</b>
Kathleen A. Stetsko (Associate)	3.30	\$275.00	<b>\$1,579.50</b>
<b>TOTAL</b>	<b>6.00</b>		<b>\$2,487.00</b>

**D. Costs and Expenses**

4. During the Supplemental Period Perkins Coie expended reimbursable costs for court reporter transcripts and photocopying and printing expenses on behalf of the Committee aggregating \$188.55 as set forth on Exhibit A.

**II. REASONABLENESS OF THE COMPENSATION REQUESTED**

5. Perkins Coie submits that an allowance of compensation and reimbursement of expenses as requested for the Supplemental Period is reasonable and appropriate. As part of its application, Perkins Coie requests the entry of an Order directing payment of the fees and expenses awarded by the Court.

**III. COMPLIANCE WITH SECTION 504**

6. Other than as provided for and allowed by 11 U.S.C. § 504, there is no agreement between Perkins Coie and any other firm, person or entity for sharing or division of any compensation paid or payable to Perkins Coie.

**IV. NOTICE**

7. Notice of this Supplemental Application has been given to: (a) the Office of the United States Trustee; (b) counsel to the Debtors; (c) counsel to the Debtors' post-petition lenders; and (d) parties requesting notice in the Cases. In light of the creditor activity within these cases and the existence of the Committee the committee submits that no further notice is required. Based on the extent of the notice already provided and the lack of objection to its monthly statements, Perkins Coie respectfully requests that additional notice of the hearing on this Application be excused for good cause shown pursuant to Fed. R. Bankr. P. 2006(a)(6), 2002(i) and 9007.

WHEREFORE, Perkins Coie requests the entry of an order on both the Fourth and Final Application and the Supplemental Application (together, the "Final Applications") that:

- a. allows Perkins Coie \$121,785.50 in final compensation for services rendered from January 1 through June 16, 2011, plus \$10,107.50 in final compensation for services rendered during the Supplemental Period, for a total of \$131,893.00;
- b. allows Perkins Coie \$2,090.61 in expense reimbursement for January 1 through June 16, 2011, plus \$188.55 in expense reimbursement for the Supplemental Period, for a total of \$2,279.16;
- c. directs the Debtors to pay Perkins Coie \$134,172.16 for fees and expenses for services rendered from January 1 through July 15, 2011;
- d. directs the Debtors to pay Perkins Coie the unpaid amounts previously allowed by order of the Court, totaling \$46,369.88;
- e. deems the interim compensation previously awarded to be final and,
- f. provides Perkins Coie with such additional relief as may be appropriate under the circumstances.

The proposed order attached hereto replaces the order submitted with the Fourth and Final Application and, if entered, will allow and direct payment of the compensation requested by Perkins Coie in the Final Applications.

Respectfully submitted,

By: s/ Daniel A. Zazove  
One of the Attorneys for The Official  
Committee of Unsecured Creditors

Daniel A. Zazove, ARDC No. 3104117  
Kathleen A. Stetsko, ARDC No. 6297704  
Perkins Coie LLP  
131 South Dearborn Street, Suite 1700  
Chicago, IL 60603-5559  
312.324.8400

Dated: July 22, 2011

**CERTIFICATE OF SERVICE**

Daniel A. Zazove, an attorney, hereby certifies that on July 22, 2011 he caused a copy of Perkins Coie LLP's Supplement to Its Fourth and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses to be served on the parties listed on the attached Service List as so indicated.

/s/ Daniel Zazove

PERKINS COIE LLP

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**SERVICE LIST – PERPETUA BURR-OAK**

	Email Address	Method of Delivery
William T. Neary Office of the U.S. Trustee 219 S. Dearborn St., Room 873 Chicago, IL 60604-1702	USTPRegion11.ES.ECF@usdoj.gov	Court ECF notice
<i>Attorneys for Debtors</i> Kimberly A Bacher Robert M Fishman Richard A. Saldinger Brian L Shaw Shaw Gussis Fishman Glantz Wolfson Towbin 321 N. Clark Suite 800 Chicago, IL 60654	kbacher@shawgussis.com rfishman@shawgussis.com rsaldinger@shawgussis.com bshaw100@shawgussis.com	Court ECF notice/ Email
<i>Parties requesting electronic mail</i> Deidre Baumann Shelby H. Kanarish Steven J. Plotkin Darrell Phillips Bobbie Sanders	<a href="mailto:baumannesq@worldnet.att.net">baumannesq@worldnet.att.net</a> <a href="mailto:Shelby@walnerlaw.com">Shelby@walnerlaw.com</a> <a href="mailto:sjplaw@sbcglobal.net">sjplaw@sbcglobal.net</a> <a href="mailto:revdrdlp@comcast.net">revdrdlp@comcast.net</a> <a href="mailto:rsanderson1954@sbcglobal.net">rsanderson1954@sbcglobal.net</a> <a href="mailto:mbryant@a-cubedllc.com">mbryant@a-cubedllc.com</a> <a href="mailto:tsanders1913@yahoo.com">tsanders1913@yahoo.com</a>	Electronic mail

	Email Address	Method of Delivery
<i>All other parties requesting ECF notice</i>  Sisavanh B. Baker Aaron R. Bilton Michael F. Bonamarte Carl B. Boyd Patience R. Clark Nathan F. Coco Joseph R. Curcio Yao O'Dinizulu Faith Dolgin Jamie G. Goldstein Kenneth T. Goldstein Blake W. Horwitz Gregory J. Jordan Dan Klein Robert D. Kreisman Clinton A. Krislov Vincent E. Lazar Anthony J. Masciopinto Scott C. Polman Elliot Pollock Joseph A. Power Aron D. Robinson Zachary K. Sims Thomas A. Jr. Zimmerman		Court ECF notice